

EXHIBIT A



Entered on Docket
March 04, 2009

Ri-ji

**Hon. Linda B. Riegle
United States Bankruptcy Judge**

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Attorneys for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,

USA CAPITAL REALTY ADVISORS,
LLC,¹

**USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,**

USA CAPITAL FIRST TRUST DEED
FUND, LLC,²

USA SECURITIES, LLC,³

Debtors.

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR¹
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR²
Case No. BK-S-06-10729-LBR³

CHAPTER 11

Jointly Administered Under Case No. BK-S-06-10725 LBR

Date: February 20, 2009
Time: 9:30 a.m.

Affecting:

- All Cases
- or Only:**
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

¹ This bankruptcy case was closed on September 23, 2008.

² This bankruptcy case was closed on October 12, 2007.

³ This bankruptcy case was closed on December 21, 2007.

Order Granting Motion To Approve Settlement With Debt Acquisition Company Of America V, LLC

The Motion To Approve Settlement With Debt Acquisition Company Of America V, LLC [DE 6770] (the “Motion”), filed by the USACM Liquidating Trust (the “Trust”) came before the Court for consideration at the hearing held on February 20, 2009. The Court considered the Motion, filings in support and in opposition to the Motion, and the arguments of counsel at the hearing. There were no overbidders. At the hearing, DACA’s counsel represented that there is not in excess of \$500,000 currently set aside in escrow accounts, representing a holdback of a portion of the purchase price paid by DACA for loan interests, to be disbursed to either DACA or the Direct Lender per the conditions of the escrow. The Court’s ruling is premised upon the truth of this representation.

The Court being fully informed and adequate notice having been given, it is

ORDERED:

1. The Motion is granted and all objections are overruled.
2. The Trust is authorized to enter into the settlement agreement between the Trust and Debt Acquisition Company of America V, LLC (“DACA”), a copy of which is attached (without exhibits) to this Order as Exhibit 1 (the “Agreement”). All terms used in this Order that are not defined in this Order, but which are defined in the Agreement, shall have the definition provided by the Agreement.

3. The Trust is authorized to sell to DACA, pursuant to the Agreement, as is, where is, the Assets referred to therein, viz:

3.1 The right of Trust to receive all Prepaid Interest which is required under section IV E. 1. (d)(ii) of the Plan to be collected by “any substitute or subsequent servicer” of a Loan and remitted to Trust;

3.2 All causes of action to recover Prepaid Interest, subject to the tolling of limitations on such causes of action as provided for under the Plan; and

1 3.3 All payments to be collected on any Loan that would otherwise be
2 payable to a Lender that received Prepaid Interest, but only to the extent of such advanced
3 principal or interest payments (collectively, the “Assets”).

4 4. DACA shall not sue any Lender to recover Prepaid Interest, unless such
5 Lender received Prepaid Interest in an aggregate amount of at least \$200,000.

6 5. DACA shall pay the Trust \$1,200,000 cash for the Assets.

7 6. The Trust and USA Commercial Mortgage Company are authorized and
8 directed to stipulate to dismissal of DACA’s appeal of the confirmation order now pending
9 before the Ninth Circuit Court of Appeals, No. 07-16796, each party to bear its own costs
10 and attorneys’ fees.

11 ####

12 PREPARED AND SUBMITTED:

13 **LEWIS AND ROCA LLP**

15 By: /s/ Rob Charles (NV 6539)
16 Rob Charles
16 Attorneys for *USACM Liquidating Trust*

17 APPROVED/DISAPPROVED

19 By: s/ Lisa A. Rasmussen (NV 7491)
20 Lisa A. Rasmussen
20 Law Office Of Lisa Rasmussen, PC

21 APPROVED/DISAPPROVED

23 By: s/ Jeanette E. McPherson (NV 5423)
24 Jeanette E. McPherson
24 Schwartz & McPherson

1 APPROVED/DISAPPROVED

2 By: s/ Dean T. Kirby, Jr.

3 Dean T. Kirby, Jr.
4 Kirby & McGuinn, a P.C.

CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 9021

In accordance with Local Rule 9021, the undersigned certifies:

- The Court waived the requirements of approval under LR 9021.
- No parties appeared or filed written objections, and there is no trustee appointed in the case.
- No opposition was filed to the motion and no other party or counsel appeared at the hearing.
- I have delivered a copy of this proposed order to all attorneys and unrepresented parties who have appeared at the hearing, and any trustee appointed in the case, and each has approved or disapproved the order, or failed to respond, as indicated below:

Jeanette McPherson	
<input checked="" type="checkbox"/> approved the form of this order	<input type="checkbox"/> disapproved the form of this order
<input type="checkbox"/> waived the right to review the order and/or	<input type="checkbox"/> failed to respond to the document
Dean T. Kirby, Jr.	
<input checked="" type="checkbox"/> approved the form of this order	<input type="checkbox"/> disapproved the form of this order
<input type="checkbox"/> waived the right to review the order and/or	<input type="checkbox"/> failed to respond to the document
Lisa A. Rasmussen	
<input checked="" type="checkbox"/> approved the form of this order	<input type="checkbox"/> disapproved the form of this order
<input type="checkbox"/> waived the right to review the order and/or	<input type="checkbox"/> failed to respond to the document

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LEWIS AND ROCA LLP

By: /s/ Rob Charles (NV 6539)
Rob Charles
Attorneys for USACM Liquidating Trust